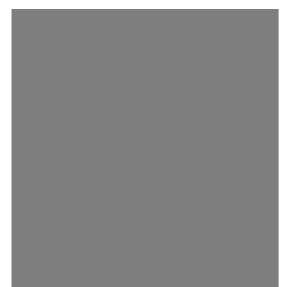
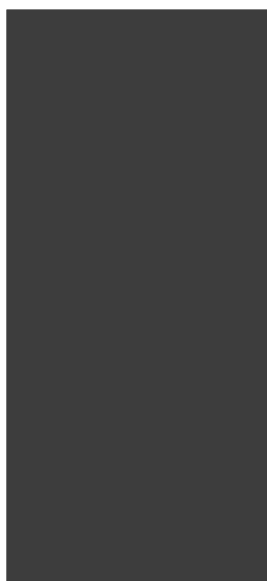
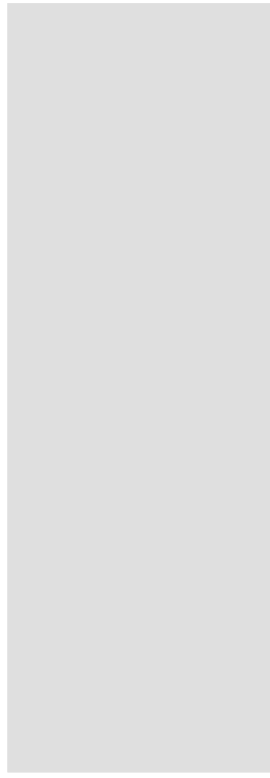
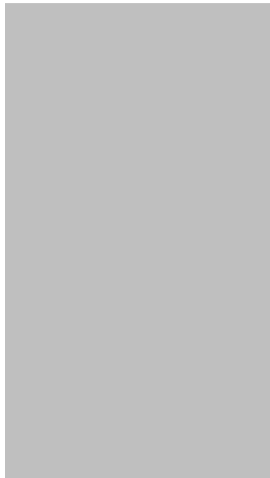
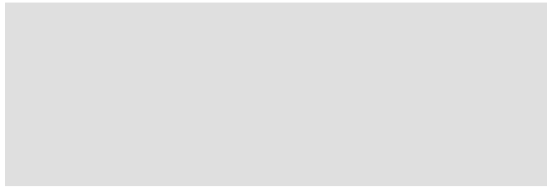


AinulAzam&Co



AA&Co



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Advocates & Solicitors -
Registered Trade Mark Agent - Registered Patent Agent
- Registered Industrial Design

Our Team

Ainul Azam & Co is a legal firm dedicated towards providing professional and efficient legal service tailored to our clients' needs and requirements. We have acted for Malaysian private limited and government linked companies. In addition, we have provided services to the Malaysia sovereign wealth funds and foreign clientele in South East Asia and the Middle East.

Our team is led by Mr. Ainul Azam bin Ahmad Khamal, Ms. Brenda Yong Pooi Yee and Ms. DK Vivi Fazrenna Binti Zaidun. We have years of experience particularly in the corporate environment, working directly and in consultation with Malaysian teams.

Our team of senior associates and associates are trained and are experienced in multiple disciplines, including corporate, commercial, conveyancing, banking, intellectual property, industrial relations and Syariah related matters.

Our partnership was established in 2003 and is based in Kuala Lumpur.

Our Focus

Our Focus is in Corporate and Commercial Practice, Corporate Finance, Conveyancing and Banking Practice, Intellectual Property Practice, Information Communications and Technology (ICT) Practice and Industrial Relations Practice and Property Development related matters.

In Corporate and Commercial Practice, we have advised and structured cross border transactions to enable our clients' foray in Japan, the Republic of Indonesia, the Kingdom of Saudi Arabia, United Arab Emirates (UAE), among others. The Firm also advises in matters relating to mergers and acquisitions, joint ventures (incorporated and unincorporated), corporate restructuring, take-over code, legal due diligence for corporate exercises, real property transactions, compliance with the prevailing listing requirements of Bursa Securities Malaysia Berhad and other regulatory approvals such as the Malaysian Securities Commission) and mergers and such other matters associated with company law and securities law.

In Conveyancing, we provide a wide range of services for conveyancing matters, including but not limited to sale and purchase of property, sale and purchase of shares and goods, probate matters, tenancies and lease agreements.

The Firm is acting for Malaysian Airline System Berhad (MAS), Glomac Berhad, IGB Corporation Berhad, Technology Park Malaysia Corporation Sdn Bhd (TPM), Malaysian Technology Development Corporation Sdn Bhd (MTDC) for tenancies and lease related matters.

In Banking Practice, we are part of a panel of several Malaysian banks such as Malayan Banking Berhad, Maybank Islamic Berhad, Affin Islamic Bank Berhad, Affin Bank Berhad, CIMB Bank Berhad, CIMB Islamic Bank Berhad, Bank Kerjasama Rakyat Malaysia Berhad, Bank Muamalat Malaysia Berhad, Bank Islam Malaysia Berhad, Permodalan Usahawan Nasional Berhad (PUNB), MBSB Bank Berhad (formerly Asian Finance Bank Berhad), Ambank (M) Berhad, Ambank Islamic Berhad, Bank Pembangunan Malaysia Berhad, Malaysia Debt Ventures Berhad (MDV), Mycreative Ventures Sdn Bhd (MYVC), Export-Import Bank of Malaysia Berhad (EXIM Bank) and UBB Investment Bank Limited (Labuan).

The Firm's engagement by the aforesaid banks has always been with regards to the drafting, preparation of banking documentation for both conventional retail and corporate loan and Islamic financing facilities and the provision of legal advice in relation thereto from time to time.

The Firm also offers full range of legal services in Islamic banking and finance and has considerable experience in the structuring and documentation of a variety of Shariah transactions based on the principles such as Bai Bithaman Ajil, Bai Al-Inah, Istisna' and Musharakah Mutanaqisah. The Firm has been engaged in the field of Shariah compliant transactions including the structuring of Islamic securities and Islamic financial product development.

The Firm was involved in the issuance of Murabahah Notes Issuance Facility and Kafalah Guarantee Facility for a public listed company.

In Intellectual Property Practice, we are registered Trade Mark Agent, Patent Agent and Industrial Design Agent. The Firm provides pre and post filing advice in respect of intellectual property rights such as trademark, patent, copyright, utility design, geographical indication and industrial design. The Firm also acts as agent in respect of registration of any of the aforesaid intellectual property rights within and outside Malaysia through its counterparts in different parts of the world.

In Information Communications and Technology (ICT) Practice, we have advised and drafted for software houses, system integrators and telecommunications companies listed on Bursa Malaysia. The Firm's scope of work includes drafting of ICT related contracts, providing advice in relation thereto and attending negotiation with client on project contract. The Firm is currently providing advice to various companies listed on Bursa Malaysia on a retainer basis, whose principal activities are the provision of innovative ICT services, solutions and products in both the local Malaysian market and international market.

In Banking Litigation, we have represented banks and financial institutions in recovering debts for retail and commercial loans / financing (Islamic and Conventional), foreclosure actions and other related actions for financial institutions namely Malayan Banking Berhad, Affin Islamic Bank Berhad, Affin Bank Berhad, Bank Kerjasama Rakyat Malaysia Berhad, Perbadanan Usahawan Nasional Berhad and EXIM Bank.

In Industrial Relations and Dispute Resolution Practice, The Firm represents clients in all forums of litigation: lower, high and appellate courts, tribunals, arbitration proceedings. The Firm also manages voluntary separation schemes ("VSS") and retrenchment of employees within restructuring schemes. The Firm has represented employers in Collective Agreement disputes and other non-dismissal trade disputes. The Firm further provides Corporate Training in Industrial Relations matters to business professionals and civil service employees.

In Property Development Related Matters, The Firm represents various clients, whose core business is in property development. The Firm has been emplaced on the panel of solicitors of Bolton Berhad, Glomac Berhad and Vista Jati Sdn Bhd (a subsidiary of UEM Group Berhad) to provide legal services relating to their day to day business operation. The Firm has thus far provided legal services such as:- providing advice to our client-developer based on the applicable law prior to the establishment of the Management Corporation (MC) and/or the Joint Management Body (JMB); providing advice to the JMB and the MC (where our client-developer is a representative or committee member of the MC or the JMB or is the management company for the development); acting as the Chairman on behalf of our client-developer for all meetings involving the JMB and the MC; providing advice on amendments to the by-laws of MC; and providing such other advice relating to the day to day operation of business of a property developer.

Highlights

Cross Border Exercises:

Middle East:

- (a) advising **UEM Group Berhad** in respect of a **joint-venture hotel Proposed Exercise** in the Kingdom of Saudi Arabia, where our scope of work includes, inter alia the following:-
 - conceptualising the structure of the project;
 - providing general advice on the structure of the project;
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- drafting and finalising the transaction agreements;
 - advising on the financing of the project;
 - advising on the operational agreements for the project, including hotel operator agreement among others.
- (b) advising **UEM Group Berhad** in respect of government project in the Kingdom of Saudi Arabia for an automated traffic violations administering and monitoring system in Saudi Arabia, where our scope of work includes, inter alia the following:-
- conceptualising the structure of the project;
 - providing general advice on the structure of the project;
 - drafting and finalising the transaction agreements.
- (c) advising **Maybank Investment Bank Berhad** on a proposed lease venture in Bahrain and the Kingdom of Saudi Arabia.

Indonesia:

- (a) advising **PT Holcim Indonesia Tbk**, a company listed on Jakarta Stock Exchange, in respect of its proposed acquisition of a Malaysian incorporated company, including inter alia applying to the Malaysian Foreign Investment Committee (FIC) and the Ministry of International Trade and industry (MITI) and issuing a Foreign Legal Opinion, both for the purpose of addressing the specific queries raised by BAPEPAM (the Capital Market and Financial Institution Supervisory Agency of Indonesia) pursuant to the said acquisition;
- (b) advising **PT Loka Mampang Indah Realty**, in respect of its proposed acquisition of a Malaysian incorporated company of **Sime Darby Berhad**;
- (c) advising **Ingress Corporation Berhad**, a company listed in Bursa Malaysia Securities Berhad (Kuala Lumpur Stock Exchange) in respect of a joint venture in Indonesia, involving inter alia the drafting of a joint venture agreement, equipment rental agreement, consultancy agreement and technical assistance agreement, where the joint venture company is a signing party;
- (d) advising **Pelikan International Corporation Berhad** in respect of incorporation of a Penanaman Modal Asing (PMA) status company in Indonesia;
- (e) advising **Ingress Corporation Berhad**, in respect of a voluntary winding up of its subsidiary in Indonesia;
- (f) advising **Khazanah Nasional Berhad** in respect of a re-domiciliation exercise undertaken by a Special Purpose Vehicle (SPV) of Khazanah Nasional Berhad incorporated in the Netherlands, which involves (1) the acquisition of shares in an Indonesian bank, namely **PT Bank Lippo**; and (2) the acquisition of shares in another Indonesian company;
- (g) advising **Affin Bank Berhad** in respect of an acquisition of a bank in Indonesia; and
- (h) advising **Shapadu Corporation Sdn Bhd** in respect of an acquisition of a private limited company in Indonesia.

Islamic Banking:

- (a) advising Negeri Sembilan Cement Industries of Malaysia, a subsidiary of Cement Industries of Malaysia Berhad in the issuance of Murabahah Notes Issuance Facility and Kafalah Guarantee Facility;
- (b) advising AmIslamic Bank Berhad in developing the Bai Bithaman Ajil (Variable Rate) product and drafting of the legal documentation relating thereto; and
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- (c) advising on a variety of Shariah transactions based on the principles of Bai Bithaman Ajil, Bai Al-Inah, Ijarah, Murabaha and Musharakah Mutanaqisah.

Other Notable Exercises:

- **Pharmaniaga Berhad** in respect of legal advice after Pharmaniaga Berhad has received a notice of mandatory take over from Boustead Holdings Berhad.
 - **Ekuiti Nasional Berhad** in respect of due diligence on proposed investment in several companies incorporated in Malaysia.
 - **CMS Opus Sdn Bhd** in respect of due diligence on proposed investment in several companies incorporated in Malaysia.
 - **Elixir Capital** in respect of due diligence on proposed investment in a company incorporated in Malaysia.
 - **Glomac Berhad** in respect of acquisition of various plots of land for its property development business.
 - **Malaysian Airline System Berhad (MAS)** in connection with the disposal of Four Seasons Langkawi Resort, Tanjung Rhu, Pulau Langkawi by MAS to a company which is affiliated with HRM Prince Al-Waleed for a purchase consideration of RM435 million.
 - **Malayan Banking Berhad** of its request of advances from any Federal Reserve Bank in the United States of America, known as the Term Auction Facility (TAF).
 - Malayan Banking Berhad of opening of a pledge account with Euroclear Bank S.A./N.V.
 - Khazanah Nasional Berhad in respect of a loan denominated in EURO (€).
 - Malaysian Technology Development Corporation (MTDC) in respect of intellectual property due diligence conducted on a potential target company.
 - Faber Group Berhad in respect of a scheme of settlement, which also involves an acquisition of share capital of a private limited company.
 - Cement Industries of Malaysia Berhad (CIMA) in respect of its proposed investment in a private limited company in Malaysia.
 - Pharmaniaga Berhad in respect of its acquisition of several plots of land in Malaysia.
 - Patimas Computers Berhad in respect of subscription of shares exercise by Merrill Lynch Emerging Markets LL.
 - Malaysian Airline System Berhad in connection with the disposal and lease back of Bangunan MAS, Jalan Sultan Ismail by MAS to Permodalan Nasional Berhad for a purchase consideration of RM135 million.
 - Malaysian Airline System Berhad in connection with the disposal and lease back of MAS Academy, Kelana Jaya by MAS to Employees Provident Fund (EPF) for a purchase consideration of RM145 million.
 - Patimas Computers Berhad in respect of the disposal by Patimas of its building in Technology Park Malaysia for a purchase consideration of RM60 million.
 - **Khazanah Nasional Berhad** in respect of numerous acquisitions of shares of companies incorporated outside Malaysia.
 - Negeri Sembilan Cement Industries of Malaysia, a subsidiary of Cement Industries of Malaysia Berhad in the issuance of Murabahah Notes Issuance Facility and Kafalah Guarantee Facility.
 - Khazanah Nasional Berhad in setting up a foundation to implement a corporate social responsibility programme.
 - Malaysian Resources Corporation Berhad (MRCB) in setting up a foundation to implement a corporate social responsibility programme.
 - AmIslamic Bank Berhad in respect of advice on variable rate financing (VRF) related to Al Bai Bithaman Ajil.
 - Ninebio Sdn Bhd in respect of its proposed acquisition of shares in a Malaysian private limited company.
 - TH Plantations Berhad in respect of a voluntary winding up of its subsidiary company.
 - TH Plantations Berhad in respect of its internal restructuring exercises including application for stamp duty exemption under the provisions of the Stamp Act 1949.
 - Negeri Sembilan Cement Industries of Malaysia, a subsidiary of CIMA in the issuance of Murabahah Notes Issuance Facility and Kafalah Guarantee Facility.
 - Jakel group of companies in respect of acquisition of Capital Square, Jalan Munshi Abdullah.
 - Jakel group of companies in respect of the build and sell of Bank Simpanan Nasional (BSN) Tower in Shah Alam for a purchase consideration of RM144 million.
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- Malaysia Airlines Berhad (MAB) in respect of disposal by MAB of land and buildings for a purchase consideration of RM320 million.

With our experience in Malaysian and International legal matters, we can readily provide legal services to clients within our areas of practice in different industries.

Our experience in providing advice to corporate clients in different corporate sectors, such as banking, manufacturing, construction, oil and gas, property development, ICT, has equipped us with the understanding of the commercial requirements as well as legal concerns of clients.

On each matter, we foster personalized, one-on-one attorney-client relationship while at the same time emphasizing the team approach to solving complex legal problems.

We endeavour to work hand in hand with clients to provide proactive legal solutions to meet clients' needs and requirements.

Our partners take particular interest in each legal assignment so that the expectations of clients can be fulfilled at all times.

Ainul Azam & Co is committed to our clients in rendering quality legal services efficiently and on a cost effective basis.



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